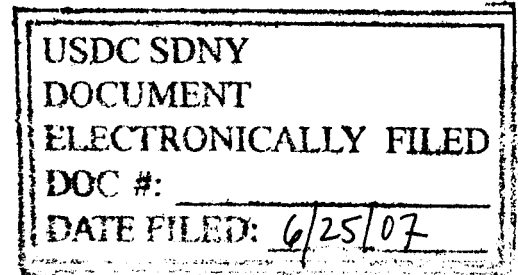


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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
ATLAS 100 FIFTH LLC, a Delaware limited
liability company,

Plaintiff,

--against--

ONE HUNDRED FIFTH AVENUE COMPANY L.P.,
a New York Limited Partnership,

Defendant.
----- X

07 CV 3707

STIPULATION OF
DISMISSAL AND ORDER

WHEREAS, Atlas 100 Fifth, LLC ("Plaintiff") filed a Summons and Complaint (the "Complaint") in the Supreme Court of New York, County of New York on or about April 20, 2007;

WHEREAS, Plaintiff filed a Notice of Pendency with respect to the property at issue in this action, described as Block 187, Lot 44 on the tax map of the County of New York, in the office of the County Clerk of the County of New York on or about April 20, 2007 (the "Notice of Pendency");

WHEREAS, One Hundred Fifth Avenue Company, L.P ("Defendant") removed the action to the United States District Court for the Southern District of New York on or about May 10, 2007; and

WHEREAS, Plaintiff and Defendant have reached an agreement concerning all of the allegations and causes of action set forth in the Complaint, and have further agreed that this Stipulation may be signed in counterparts by counsel.

NOW THEREFORE, it is hereby stipulated, agreed and So Ordered that Plaintiff's Complaint in the above entitled action is dismissed with prejudice and on the merits, and without costs to any party as against the other.

WACHTEL & MASYS, LLP

By: 


Howard Kleinhendler (HK 5712)

Attorneys for Plaintiff
Atlas 100 Fifth LLC

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*The clerk of the court is
directed to mark this
case closed.*

SO ORDERED on this
22nd day of June, 2007


Hon. William H. Pauley

MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY AND POPEO, P.C.

By: 

Dominic J. Ricca (DJ-2376)

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